

CONTRACT #8
RFS # 318.66-027

**Department of Finance &
Administration/Bureau
of TennCare**

VENDOR:
**UAHC of Tennessee (formerly
Omni Health Plan)**

REQUEST: NON-COMPETITIVE AMENDMENT

APPROVED

Commissioner of Finance & Administration

Date:

Each of the request items below indicates specific information that must be individually detailed or addressed as required.
A REQUEST CAN NOT BE CONSIDERED IF INFORMATION PROVIDED IS INCOMPLETE, NON-RESPONSIVE, OR DOES NOT
CLEARLY ADDRESS EACH OF THE REQUIREMENTS INDIVIDUALLY AS REQUIRED.

RFS #	318.66-027		
STATE AGENCY NAME :	Deparatment of Finance and Administration, Bureau of TennCare		
SERVICE CAPTION :	Managed Care Organization Services/Medically Necessary Health Care Services to the TennCare/Medicaid Population		
CONTRACT #	FA-02-14862-00	PROPOSED AMENDMENT #	8
CONTRACTOR :	UAHC of Tennessee (formerly Omni Health Plan)		
CONTRACT START DATE :	July 1, 2001		
CURRENT, LATEST POSSIBLE END DATE : (including ALL options to extend)	12/31/2006		
CURRENT MAXIMUM LIABILITY :	\$1,263,219,612.67		
LATEST POSSIBLE END DATE <u>WITH</u> PROPOSED AMENDMENT : (including ALL options to extend)	12/31/2006		
TOTAL MAXIMUM COST <u>WITH</u> PROPOSED AMENDMENT : (including ALL options to extend)	\$1,263,219,612.67		
APPROVAL CRITERIA : (select one)	<input checked="" type="checkbox"/> use of Non-Competitive Negotiation is in the best interest of the state <input type="checkbox"/> only one uniquely qualified service provider able to provide the service		
ADDITIONAL REQUIRED REQUEST DETAILS BELOW (address each item immediately following the requirement text)			
(1) description of the proposed additional service and amendment effects :			
Implements the TennCare Reform language as approved by CMS and the courts; Requires NCQA accreditation; strengthens conflict of interest disclosure requirements; strengthens MCO financial requirements; lowers the administrative fee to mirror TennCare Select; as well as various other housekeeping issues involving language clarifications.			

(2) explanation of need for the proposed amendment :

Due to TennCare changes recently approved by CMS and courts, it is necessary to amend the MCO contracts to conform to changes as well as providing needed amended financial requirements and language clarifications.

(3) name and address of the proposed contractor's principal owner(s) :
(not required if proposed contractor is a state education institution)

1769 Paragon Drive, Suite 100, Memphis, TN 38132

(4) documentation of OIR endorsement of the Non-Competitive procurement request :
(required only if the subject service involves information technology)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

(5) documentation of Department of Personnel endorsement of the Non-Competitive procurement request :
(required only if the subject service involves training for state employees)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

(6) description of procuring agency efforts to identify reasonable, competitive, procurement alternatives rather than to use non-competitive negotiation :

This Contractor is currently providing a network of services for the TennCare Program. This is an amendment to current contract.

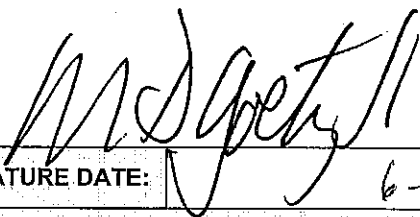
(7) justification of why the F&A Commissioner should approve a Non-Competitive Amendment :

The Bureau of TennCare is attempting to modify all of the MCO contracts to conform to recent changes in the Program. This amendment will allow continuation of services to the enrollees and further clarify their responsibilities, as well as modify financial administration requirements. TennCare would greatly appreciate the approval of this amendment by the Department of Finance and Administration.

AGENCY HEAD REQUEST SIGNATURE:

(must be signed by the ACTUAL procuring agency head as detailed on the Signature Certification on file with OCR — signature by an authorized signatory will be accepted only in documented exigent circumstances)

SIGNATURE DATE:


6-15-05

CONTRACT SUMMARY SHEET

RFS Number	318.66-027	Contract Number	FA-02-14862-08
State Agency	Department of Finance and Administration	Division	Bureau of TennCare

Contract Name	Contract Identification Number
UAHC Health Plan of Tennessee, Inc. (formerly Omni Health Plan)	<input type="checkbox"/> V- <input type="checkbox"/> C-

Service Description
Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Begin Date	Contract End Date
7/1/2001	12/31/2006

Allocation Code	Cost Center	Obj. Code	Fund	Grant	Grant Acct	Subgrant Code
318.66	410	134	11	<input type="checkbox"/> STARS		

FY	State Funds	Federal Funds	Interest Payments on Bonds	Shareholding	Total Contract Amount Including All Amendments
2002	\$ 51,609,348.00	\$ 90,477,095.00			\$ 142,086,443.00
2003	\$ 78,601,400.00	\$ 135,928,600.00			\$ 214,530,000.00
2004	\$ 84,244,743.02	\$ 152,832,176.65			\$ 237,076,919.67
2005	\$ 99,190,700.00	\$ 168,619,800.00			\$ 267,810,500.00
2006	\$ 99,190,700.00	\$ 168,619,800.00			\$ 267,810,500.00
2007	\$ 47,258,550.00	\$ 86,646,700.00			\$ 133,905,250.00
Total	\$ 460,095,441.02	\$ 803,124,171.65			\$ 1,263,219,612.67

CFDA#	93.778 Title XIX Dept. of Health and Human Services	Contract Type	Specialty Contract - Health and Human Services
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State Fiscal Contact		Contractor's SUPERSEMENT (per OMB A-133)
Name:	Scott Pierce	Contractor's Vendor's per OMB A-133
Address:	729 Church Street	Contractor's Funding Source (per OMB A-133)
Phone:	Nashville, TN	Contractor's S.I.T.S.
	(615)532-1362	Contractor's FUNDING SOURCE

Procuring Agency/Budget Officer Approval Signature	Contractor's S.I.T.S.
Scott Pierce	Contractor's FUNDING SOURCE
	Contractor's State or Federal/Non-Federal Source

COMPLETE FOR ALL CONTRACTS ENDING 12/31/06			Funding Certification	
END DATE	Base Contract Price	Price Reduction	Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.	
12/31/2006	\$142,086,443.00			
FY: 02	\$142,086,443.00			
FY: 03	\$214,530,000.00			
FY: 04	\$237,076,919.67			
FY: 05	\$267,810,500.00			
FY: 06	\$267,810,500.00			
FY: 07	\$133,905,250.00			
Total	\$1,263,219,612.67			

318.66-027

Department of Finance and Administration

FA-02-14862-07

Bureau of TennCare

OMNICARE HEALTHPLAN, INC

☐ V-
☐ C-

Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

7/1/2001

12/31/2006

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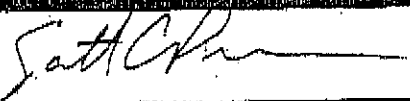
☐ STARS

2002	\$ 51,609,348.00	\$ 90,477,095.00		\$ 142,086,443.00
2003	\$ 78,601,400.00	\$ 135,928,600.00		\$ 214,530,000.00
2004	\$ 84,244,743.02	\$ 152,832,176.65		\$ 237,076,919.67
2005	\$ 99,190,700.00	\$ 168,819,800.00		\$ 267,810,500.00
2006	\$ 99,190,700.00	\$ 168,819,800.00		\$ 267,810,500.00
2007	\$ 47,258,550.00	\$ 86,646,700.00		\$ 133,905,250.00
	\$ 460,095,441.02	\$ 803,124,171.65		\$ 1,263,219,612.67

93.778

Scott Pierce
 729 Church Street
 Nashville, TN
 (615) 532-1362

Scott Pierce



	12/31/2005	12/31/2006
FY: 02	\$142,086,443.00	
FY: 03	\$214,530,000.00	
FY: 04	\$237,076,919.67	
FY: 05	\$237,076,919.67	\$30,733,580.33
FY: 06	\$118,538,459.84	\$149,272,040.18
FY: 07		\$133,905,250.00
	\$949,308,742.18	\$313,910,870.49

Pursuant to T.C.A., Section 8-8-113, I, M. D. Goetz, Jr.,
 Commissioner of Finance and Administration, do hereby certify that
 there is a balance in the appropriation from which this obligation is
 required to be paid that is not otherwise encumbered to pay
 obligations previously incurred.

CONTRACT SUMMARY SHEET

RF# Number	318.66-027			Contract Number	FA-02-14862-06		
State Agency	Department of Finance and Administration			Division	Bureau of TennCare		
Contractor				Contract Identification Number			
OMNICARE HEALTHPLAN, INC				<input type="checkbox"/> V- <input type="checkbox"/> C-			
Service Description							
Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population							
Contract Begin Date				Contract End Date			
7/1/2001				12/31/2005			
Allocation Code	Cost Center	Object Code	Fund	Grant	Grant Code	Subgrant Code	
318.66	410	134	11	<input type="checkbox"/> STARS			
FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including all amendments)		
2002	\$ 51,609,348.00	\$ 90,477,095.00			\$ 142,086,443.00		
2003	\$ 78,601,400.00	\$ 135,928,600.00			\$ 214,530,000.00		
2004	\$ 84,244,743.02	\$ 152,832,176.65			\$ 237,076,919.67		
2005	\$ 84,244,743.02	\$ 152,832,176.65			\$ 237,076,919.67		
2006	\$ 42,122,371.51	\$ 76,416,088.33			\$ 118,538,459.84		
Total	\$ 340,822,605.55	\$ 608,486,136.64			\$ 949,308,742.18		
OMB A-133	93.778			Check the box ONLY if the answer is YES			
State Fiscal Contract				Is the Contractor a SUBRECIPIENT? (per OMB A-133)			
Name: Dean Daniel Address: 729 Church Street Nashville, TN Phone: (615)532-1362				Is the Contractor a Vendor? (per OMB A-133)			
Procuring Agency Budget Officer Approval Signature				Is the Fiscal Year Funding STRICTLY LIMITED?			
Dean Daniel <i>Dean Daniel 6/22/04</i>				Is the Contractor on STARS?			
COMPLETE FOR ALL AMENDMENTS (only)				Is the Contractor's FORM W-9 ATTACHED?			
Base Contract / Prior Amendments / This Amendment ONLY				Is the Contractor's Form W-9 Filled With Accounts?			
END DATE	12/31/2005			Funding Certification			
FY: 02				Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.			
FY: 03							
FY: 04							
FY: 05							
FY: 06							
Total	\$0.00			\$0.00			

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 OFFICE OF
 MANAGEMENT SERVICES

CONTRACT SUMMARY SHEET

RFS Number	318.66-027	Contract Number	FA-02-14862-05
State Agency	Department of Finance and Administration	Division	Bureau of TennCare

Contractor	OMNICARE HEALTHPLAN, INC	<input type="checkbox"/> V- <input type="checkbox"/> C-
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Service Description	Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population
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Contract Begin Date	7/1/2001	Contract End Date	12/31/2005
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Account Code	Cost Center	Object Code	Run	Grant	Grant Code	Subgrant Code
318.66	410	134	11	<input type="checkbox"/> STARS		
FY	State Funds	Federal Funds	Other Federal Funds	Other Funding	Total Contract Amount (including All Amendments)	
2002	\$ 51,609,348.00	\$ 90,477,095.00			\$ 142,086,443.00	
2003	\$ 78,601,400.00	\$ 135,928,600.00			\$ 214,530,000.00	
2004	\$ 84,244,743.02	\$ 152,832,176.65			\$ 237,076,919.67	
2005	\$ 84,244,743.02	\$ 152,832,176.65			\$ 237,076,919.67	
2006	\$ 42,122,371.51	\$ 76,416,088.33			\$ 118,538,459.84	
Total	\$ 340,822,605.55	\$ 608,486,136.64			\$ 949,308,742.18	

NAME	Dean Daniel	Check the box ONLY if the answer is YES
Address	729 Church Street	Is the Contractor a SUBRECIPIENT (per OMB A-133)?
Phone	Nashville, TN	Is the Contractor a Vendor (per OMB A-133)?
	(615)532-1362	Is the Contractor a Vendor (per OMB A-133)?
Procuring Agency Budget Officer Approval Signature		Is the Contractor on STARS?
Dean Daniel	<i>Dean Daniel</i> 12/23/03	Is the Contractor's FORM 101 ATTACHED?
		Is the Contractor's Form 101 Filed with Accounts?

COMPUTE FOR ALL AMENDMENTS (only)		
FY	Base Contract Prior to Amendments	Amendments
FY: 02	\$142,086,443.00	\$0.00
FY: 03	\$214,530,000.00	\$0.00
FY: 04	\$237,076,919.67	\$0.00
FY: 05	\$237,076,919.67	\$0.00
FY: 06	\$118,538,459.84	\$0.00
Total	\$949,308,742.18	\$0.00

Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.

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CONTRACT SUMMARY SHEET

Contract Number	318-66-027	Contract Number	FA-02-14862-04
State Agency	Department of Finance and Administration	Division	Bureau of TennCare
Contractor	OMNICARE HEALTHPLAN, INC	Contract Identification Number	

Service Description
Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Begin Date	7/1/2001	Contract End Date	12/31/2005
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Alignment Code	State Code	Subgrant Code	Line Item	Grant	Grant Code	Subgrant Code
318.66	410	134	11	<input type="checkbox"/> STARS		
FY	State Funds	Federal Funds	Funds	Other Funding	Total Contract Amount (including all amendments)	
2002	\$ 51,609,348.00	\$ 90,477,095.00			\$ 142,086,443.00	
2003	\$ 78,601,400.00	\$ 135,928,600.00			\$ 214,530,000.00	
2004	\$ 84,244,743.02	\$ 152,832,176.65			\$ 237,076,919.67	
2005	\$ 84,244,743.02	\$ 152,832,176.65			\$ 237,076,919.67	
2006	\$ 42,122,371.51	\$ 76,416,088.33			\$ 118,538,459.84	
Total	\$ 340,822,605.55	\$ 608,486,136.64			\$ 949,308,742.18	

Contractor	Dean Daniel
Address	729 Church Street Nashville, TN (615)532-1362
Contractor Signature	<i>Dean Daniel</i> 6/30/03

COMPLETE FOR ALL AMENDMENTS ONLY		
FY	Base Contract Prio	Amendments
	12/31/2005	
FY: 02	\$142,086,443.00	\$0.00
FY: 03	\$214,530,000.00	\$0.00
FY: 04	\$207,030,000.00	\$30,046,919.67
FY: 05	\$207,030,000.00	\$30,046,919.67
FY: 06	\$103,515,000.00	\$15,023,459.84
Total	\$874,191,443.00	\$75,117,299.18

Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.

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CONTRACT SUMMARY SHEET

Contract Number	FA-02-14862-03
Agency	Department of Finance and Administration
Division	Bureau of TennCare
Contract Identification Number	
Contractor	<input type="checkbox"/> V- <input type="checkbox"/> C-

NICARE HEALTHPLAN, INC

Service Description

aged Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Begin Date	Contract End Date
2001	12/31/2005

Item Code	Cost Center	Object Code	Fund	Grant	Grant Code	Subgrant Code
318.66	410	134	11	<input type="checkbox"/> STARS		
FY	State Funds	Federal Funds	Intra-departmental Funds	Other Funding	Total Contract Amount (including All Amendments)	
2002	\$ 51,609,348.00	\$ 90,477,095.00			\$	142,086,443.00
2003	\$ 78,601,400.00	\$ 135,928,600.00			\$	214,530,000.00
2004	\$ 75,927,800.00	\$ 131,102,200.00			\$	207,030,000.00
2005	\$ 75,927,800.00	\$ 131,102,200.00			\$	207,030,000.00
2006	\$ 37,963,900.00	\$ 65,551,100.00			\$	103,515,000.00
Total	\$ 320,030,248.00	\$ 554,161,195.00			\$	874,191,443.00

CEDAR	93.778	Check the box ONLY if the answer is YES
State Fiscal Contract	Is the Contractor a SUBRECIPIENT? (per OMB A-139)	
Dean Daniel 729 Church Street Nashville, TN (615)532-1362	Is the Contractor a vendor? (per OMB A-139)	
Procuring Agency Budget Officer Approval Signature	Is the Fiscal Year Funding (SIC) ONLY LIMITED?	
n Daniel	Is the Contractor on STARS	
Dean Daniel 9/20/02	Is the Contractor's FORM W-9 ATTACHED?	
	Is the Contractor's Form W-9 filed with Accounts?	

COMPLETE FOR ALL AMENDMENTS ONLY		
Base Contract Amount	Amendments	This Amendment ONLY
END DATE	12/31/2005	
02	\$142,086,443.00	
03	\$207,030,000.00	\$7,500,000.00
04	\$207,030,000.00	
05	\$207,030,000.00	
06	\$103,515,000.00	
Total	\$866,691,443.00	\$7,500,000.00

Pursuant to T.C.A., Section 9-6-113, I, C. Warren Neel, Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.

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CONTRACT SUMMARY SHEET

Contract Number	FA-02-14862-02
Agency	Department of Finance and Administration
Division	Bureau of TennCare
Contractor	NICARE HEALTHPLAN, INC
Contract Identification Number	<input type="checkbox"/> V- <input type="checkbox"/> C-

Service Description

Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Begin Date	12/31/05
Contract End Date	12/31/05

Contract Code	Contract Number	Object Code	Fund	STARS	Contract Code	Subgrant Code
318.66	410	134	11	<input type="checkbox"/> STARS		
Year	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including all amendments)	
2002	\$ 51,609,348.00	\$ 90,477,095.00			\$	142,086,443.00
2003	\$ 75,927,800.00	\$ 13,110,220.00			\$	89,038,020.00
2004	\$ 75,927,800.00	\$ 13,110,220.00			\$	89,038,020.00
2005	\$ 75,927,800.00	\$ 13,110,220.00			\$	89,038,020.00
2006	\$ 37,963,900.00	\$ 65,551,100.00			\$	103,515,000.00
Total	\$317,356,648.00	\$ 195,358,855.00			\$	512,715,503.00

EDAS	93.778	Subgrant ON BY Name in State YES
State Fiscal Contract		Subgrant ON BY Name in State YES
Dean Daniel 729 Church Street Nashville, TN (615)532-1362		Subgrant ON BY Name in State YES
Procuring Agency Signature/Approval Signature		Subgrant ON BY Name in State YES
Dean Daniel 7/1/02		Subgrant ON BY Name in State YES

Contract Code	Contract Number	Object Code	Fund	STARS	Contract Code	Subgrant Code
02						
03						
04						
05						
06						
Total			\$0.00			\$0.00

Pursuant to T.C.A., Section 9-6-113, I, C. Warren Neel, Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.

CONTRACT SUMMARY SHEET

Number		Contract Number	FA-02-14862-01
Agency	Department of Finance and Administration	Division	Bureau of TennCare
Contractor		Contract Identification Number	

NICARE HEALTHPLAN, INC	<input type="checkbox"/> V- <input type="checkbox"/> C-	
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Service Description: Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Begin Date	Contract End Date
1/01	12/31/05

Contract Code	Cost Center	Object Code	Fund	Grant	Grant Code	Subgrant Code
318.66	410	134	11	<input type="checkbox"/> STARS		

Year	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount including all Amendments
2002	\$ 51,609,348.00	\$ 90,477,095.00			\$ 142,086,443.00
2003	\$ 75,927,800.00	\$ 13,110,220.00			\$ 89,038,020.00
2004	\$ 75,927,800.00	\$ 13,110,220.00			\$ 89,038,020.00
2005	\$ 75,927,800.00	\$ 13,110,220.00			\$ 89,038,020.00
2006	\$ 37,963,900.00	\$ 65,551,100.00			\$ 103,515,000.00
2007	\$ 317,356,648.00	\$ 195,358,855.00			\$ 512,715,503.00
2008	93,778				

State Fiscal Contact	Dean Daniel 729 Church Street Nashville, TN (615)532-1362
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Procuring Agency Budget Officer Approval Signature	Dean Daniel <i>Dean Daniel</i> 7/1/02
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COMPLETED BALANCE SHEET (YTD)			Pursuant to T.C.A., Section 9-6-113, I, C. Warren Neel, Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.
	12/31/05		
02	\$142,086,443.00	\$0.00	
03	\$142,086,443.00	-\$53,048,423.00	
04	\$142,086,443.00	-\$53,048,423.00	
05	\$142,086,443.00	-\$53,048,423.00	
06	\$71,043,221.50	\$32,471,778.50	
	\$639,388,993.50	-\$126,673,490.50	